

RECORDATION NO.

27531-A
FILED

JUN 18 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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June 18, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of July 1, 2008, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 27531.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: GATX Corporation
500 West Monroe Street
Chicago, IL 60661

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A description of the railroad equipment covered by the enclosed document is:

43 railcars: CRLE 80065, GBRX 80073, GBRX 80192 and within the series AOK 80000 - AOK 80065, GBRX 3307 - GBRX 3546 and GBRX 8002 - GBRX 8643 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Assignment Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

GATX CORPORATION

JULY 1, 2008

Memorandum of Assignment Agreement made and entered into as of July 1, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Assignor") and GATX Corporation, a New York corporation ("Assignee").

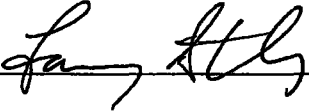
W I T N E S S E T H:

1. Assignor, as Lessor, leased to Bombardier Transportation México, S.A. de C.V., formerly known as Bombardier Concarril, S.A. de C.V. ("Lessee") forty-three (43) 89-foot flatcars, marked and numbered as set forth on the Railcar List attached as Exhibit A, pursuant to Schedule No. 1 dated as of May 1, 2007 to that certain Lease Agreement dated as of May 1, 2007 (the "Lease"). A Memorandum of Lease for Rider No. 1 was filed at the Surface Transportation Board on June 16, 2008 under Recordation No. 27531.
2. Assignor previously sold the railcars subject to the Lease to Assignee, and has now agreed to assign the Lease to Assignee, and Assignee has agreed to accept the Lease from Assignor.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: 

Title: Vice President

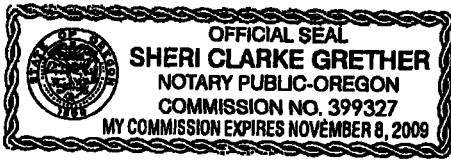
GATX CORPORATION

By: _____

Title: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 16th day of June, 2008, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of GATX Corporation and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

GATX CORPORATION

By: James Zorn

Title: VP

G:\Purchase Agts\2008 FISCAL YEAR\GATX PURCH 492 RAILCARS\MEMO OF ASSIGNMENT (Bombardier) v4 DOC

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires: _____

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 17TH day of JUNE, 2008, before me personally appeared JAMES ZUPANCICH, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of GATX Corporation and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Patricia Lodge
NOTARY PUBLIC
My commission expires: 1-25-11

EXHIBIT A

RAILCAR LIST

Car Mark	Car Number	Car Mark	Car Number
AOK	80000	GBRX	8018
AOK	80001	GBRX	8020
AOK	80004	GBRX	8022
AOK	80006	GBRX	8026
AOK	80007	GBRX	8027
CRLE	80065	GBRX	8030
GBRX	3307	GBRX	8034
GBRX	3501	GBRX	8040
GBRX	3502	GBRX	8046
GBRX	3505	GBRX	8047
GBRX	3512	GBRX	8048
GBRX	3530	GBRX	8331
GBRX	3540	GBRX	8334
GBRX	3543	GBRX	8350
GBRX	3546	GBRX	8366
GBRX	8002	GBRX	8388
GBRX	8004	GBRX	8403
GBRX	8005	GBRX	8636
GBRX	8008	GBRX	8643
GBRX	8009	GBRX	80073
GBRX	8010	GBRX	80192
GBRX	8016	Total	43 Cars

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/18/08



Robert W. Alvord